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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
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**JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 12181
(OHIO EDISON COMPANY)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and Ohio Edison Company ("Ohio Edison") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 12181 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed

voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on July 28, 2006, Ohio Edison filed proof of claim number 12181 against Delphi, asserting an unsecured non-priority claim in the amount of \$774,413.31 (the "Claim"); and

WHEREAS, on June 15, 2007, the Debtors objected to Proof of Claim No. 12181 pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection"); and

WHEREAS, on July 16, 2007, Claimant filed its Response To Debtors' Seventeenth Omnibus Objection (Docket No. 8631) (the "Response"); and

WHEREAS, on January 24, 2008, to resolve the Seventeenth Omnibus Claims Objection with respect to the Claim, Delphi, DAS LLC and Ohio Edison entered into a settlement agreement (the "Settlement Agreement"); and

WHEREAS, pursuant to the Settlement Agreement, Delphi and DAS LLC acknowledge and agree that the Claim shall be allowed against DAS LLC in the amount of \$589,907.30 as a general unsecured non-priority claim; and

WHEREAS, Delphi and DAS LLC are authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Ohio Edison stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$589,907.30 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC.
2. The Response is hereby withdrawn.
3. The Settlement Agreement does not impact, alter or affect any other proofs of claim that Ohio Edison has filed against the Debtors and relates solely to those matters arising out of or related to the Claim.

Dated: New York, New York
January 29, 2008

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:
/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
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[signatures concluded on following page]

Dated: Cleveland, Ohio
January 29, 2008

OHIO EDISON COMPANY
By its Counsel,
BROUSE MCDOWELL LPA
By:

/s/ Kate Bradley
KATE BRADLEY
1001 Lakeside Ave., Suite 1600
Cleveland, Ohio 44114-1151
(216) 830-6830

SO ORDERED

This 31st day of January, 2008
in New York, New York

/s/ Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE